

PRIVATE COMPANY LIMITED BY GUARANTEE

**MEMORANDUM OF ASSOCIATION
of
NORTH EAST CHAMBER OF COMMERCE, TRADE AND INDUSTRY**

1. The Company's name is "NORTH EAST CHAMBER OF COMMERCE, TRADE AND INDUSTRY".
2. The Company's registered office is to be situated in England and Wales.
3. The objects for which the Association is established are:-
 - (1) To promote and protect the internal and external trade, commerce, shipping, manufacturing industries and professional services of the United Kingdom and in particular those of North East England.
 - (2) To consider and to provide for the formation and exchange of views on all questions and matters connected with such trade, commerce, shipping, manufactures and professional services, or any of them, and to collect, distribute and publish statistics and information relating thereto.
 - (3) To represent, express and give effect to the opinions of traders, manufacturers and professional firms in North East England on commercial or mercantile matters of all kinds.
 - (4) To promote, support or oppose legislative or other measures, whether public or private, affecting such trade, commerce, shipping, manufactures or professional services.
 - (5) To undertake and arrange for settlement by arbitration of trade disputes.
 - (6) To provide training course for individuals in any trade or occupation as may be thought fit and to act as an Enterprise Agency.
 - (7) To provide to persons or firms carrying on any profession, business, trade or occupation accounting, secretarial and office services and all staff, premises, office furniture and equipment, office cleaning, repairs and decorations, lighting, heating, telephone service, cars, transport, books, periodicals, reports, photoprinting, general printing, stationery, telex, telefax, training, computer services and all such services as may from time to time be required for the conduct and management of such profession, business, trade or occupation; to carry on all or any of the businesses of



secretaries, registrars, nominee shareholders, investment holders, general managers, administrators, advisers, accountants, book-keepers, agents, representatives, costing investigators, negotiators, intermediaries, business and efficiency experts, estimators, advertising managers, building society agents, insurance agents, estate agents and property managers, valuers, printers, publishers and stationers, to provide office accommodation and all kinds of commercial intelligence and services, hire purchase and general finance and to act as company promoters and underwriters of capital issues, dealers in stocks and shares, tourist agents, social and business organisers, and dealers and contractors in and makers, importers and exporters of all kinds of goods and merchandise; to institute, enter into, carry on, assist and participate in financing, promoting, dealing and other business works, contracts or operations of all kinds; to invest or procure the investment in, and to deal and operate in and with rights, securities, stocks, shares, debentures, bonds, articles and things of all kinds; to undertake secretarial work and to supply or lend assistance or accommodation to or do any act or thing for companies, professional or business men or otherwise upon such terms as may be thought fit.

- (8) To carry on those trades or businesses necessary for or incidental to the attainment of the objects contained in this Memorandum together with any other trade or business whatever which can in the opinion of the Council of the Chamber be advantageously carried on in connection with or ancillary to any of those trades and businesses contemplated above.
- (9) To promote, assist in or participate in any trade commission or enquiry relating to the said trade, commerce, shipping, manufactures and professional services.
- (10) To promote, organise and hold or assist in the promotion, organisation and holding, of meetings, conferences, exhibitions and missions for the furtherance or promotion of trade, industry or commerce.
- (11) To enter into agreements with other Chambers of Commerce and other bodies for the advancement of trade, industry and commerce and the protection of those working in such fields.
- (12) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Association is authorised to carry on or conduct or from which the Association would or might derive any benefit whether direct or indirect.
- (13) To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets or liabilities

of the Association or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities, rights or obligations of any such company.

- (14) To merge or amalgamate with any other company.
- (15) To sell or dispose of the undertaking, property and assets of the Association or any part thereof in such manner and for such consideration as the Association may think fit, and whether for cash or shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Association for the purpose or not, or for other valuable consideration, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Association.
- (16) To subscribe to local and national charities and to grant donations for public purposes.
- (17) To borrow any money required for the purposes of the Association upon such terms as may be convenient with or without the giving of security.
- (18) Without limiting any powers which apart from this sub-paragraph would be implied, to purchase, take on lease or in exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the purpose of its business.
- (19) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.
- (20) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined by the board of directors and to hold or otherwise deal with any investments made.
- (21) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) and to receive money on deposit or loan upon any terms.
- (22) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) of the Company, or by both such methods or by any other means whatever, the performance of the liabilities and obligations of and the

repayment or payment of any monies whatever by any person, firm or company, including (but not limited to):-

(22).1 any liabilities and obligations whatever of, and the repayment or payment of any monies whatever by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business; and

(22).2 any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in any company which is for the time being the Company's holding company insofar as the giving of any such guarantee or other support or security is not prohibited by law; and

(22).3 the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities.

(23) To do all such other things as are incidental, conducive or necessary to the attainment of the above objects.

4. * The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the persons who at any time are, or have been, Members of the Company, or to any of them, or to any person claiming through any of them Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officers or employees of the Company, or to any Member of the Company or other person in return for any services actually rendered to the Company.

* Amended by Special Resolution passed on 11 June 2002

5. The liability of the Members is limited.

6. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the Company's assets if it should be wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a

Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given to or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

Names, addresses and descriptions of Subscribers

David James Malcolm Wilson
Finechambers Cottage
Juniper
Hexham
Northumberland
NE46 1SQ

Susan Mary Watts
4 Ingham Row
Wylam
Northumberland
NE41 8DS

Dated: 21 May 1994

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

NORTH EAST CHAMBER OF COMMERCE, TRADE AND INDUSTRY

(Adopted by Special Resolution passed on 8 December 1994 and amended by Special Resolution passed on 11 June 2002)

1. **Definitions**

1.1 In these Articles the following words and expressions shall have the following meanings unless inconsistent with the context:-

“The Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“These Articles” means these Articles of Association whether as originally adopted or as from time to time altered by Special Resolution;

“Bye-Law” means any bye-law from time to time in force (if any) which has been duly made pursuant to these Articles;

“Chairman” means the Chairman of the Council, Executive Board, Regional Committee, Local Committee, any other Committee constituted pursuant to these Articles, any General Meeting of the Chamber or any of them as

	the context may require;
“Chamber”	means The North East Chamber of Commerce, Trade and Industry;
“Chief Executive”	means the person for the time being appointed pursuant to these Articles to perform the duties of the Chief Executive of the Chamber;
“Committee”	means any committee, sub-committee, panel, working party or other similar body constituted pursuant to these Articles;
“Council”	means the Council of the Chamber (howsoever designated from time to time);
“Council Member”	means a Member of the Council and a director of the Chamber;
“Constitution”	means together the Memorandum and Articles of Association of the Chamber and any Bye-laws from time to time in force;
“Executive Board”	means the executive board of the Council appointed pursuant to Article 7;
“Finance Director” *	the person employed in that capacity by the Chamber from time to time;
“The Founders”	means together The Tyne and Wear Chamber of Commerce, Trade and Industry, The Teesside Chamber of Commerce, Trade and Industry and Tynedale Chamber of Commerce Limited;

* Inserted by Special Resolution passed on 11 June 2002

“Honorary Vice Presidents”	means an individual who has been admitted as an Honorary Vice President of the Chamber pursuant to Article 3.4;
“Honorary Treasurer”	means the honorary treasurer of the Chamber for the time being appointed pursuant to Article 6.1;
“Local Member”	means a Member allocated to a particular Local Section pursuant to Article 3.3;
“Local Committee”	means any of the local committees constituted pursuant to Article 14;
“Local Section”	means a local section of the Chamber served by a Local Committee;
“Member”	means a Member for the time being of the Chamber;
“Officers”	means together the President, the Vice-Presidents and the Honorary Treasurer;
“President”	means the President of the Chamber for the time being appointed pursuant to Article 6.1;
“Seal”	means the Common Seal (if any) of the Chamber;
“Secretary”	means any person appointed from time to time to perform the duties of the Secretary of the Chamber;
“Specialist Committee”	means any of the specialist committees constituted pursuant to Article 12;
“Sub Regional Committee” *	means any of the sub-regional committees constituted pursuant to Article 13;
“Vice-Presidents”	means the Vice-Presidents of the Chamber for the time being appointed pursuant to Article 6.1.

* Inserted by Special Resolution passed on 11 June 2002

2. **Interpretation**

- 2.1 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force on the date on which these Articles are adopted by the Chamber.
- 2.2 In these Articles any reference to gender shall be to all genders or as the context requires.
- 2.3 The headings in these Articles are for reference only and shall not affect the construction or interpretation thereof.

3. **Membership**

- 3.1 The number of Members shall be unlimited. No person shall be admitted to be a Member of the Chamber otherwise than in accordance with the following provisions of these Articles.
- 3.2 Membership shall be open to:-
 - 3.2.1 all duly paid-up current Members of each of the Founders; and
 - 3.2.2 individuals who are in business on their own account; and
 - 3.2.3 companies, corporations, firms and other organisations, engaged or interested in commerce, industry, trade and transport; and
 - 3.2.4 Members of professions who have an interest in commerce, industry, trade and transport; and
 - 3.2.5 any other individuals, companies, corporations, firms or other organisations, which the Council may in its absolute discretion admit to Membership.
- 3.3 A Member shall upon being admitted to Membership in accordance with the following provisions of these Articles become a Member of the Local Section of the Chamber (in addition to being a Member of the Chamber) most appropriate to the locality in which the principal place of business of that Member is situated and upon his application for Membership being approved the Council shall notify the Member of the Local Section to which he is allocated. Members shall be entitled to request allocation to a particular Local Section but the decision of the Council shall be binding in the event of any disagreement between the Chamber and the applicant.

Honorary Vice Presidents

- 3.4 The Council may admit any person as an Honorary Vice President of the Chamber for such period as it may in its absolute discretion determine as follows:-
- 3.4.1 individuals who it considers are distinguished in statesmanship, diplomacy, commerce, finance, industry, trade or transport; and
 - 3.4.2 individuals who it considers have rendered special service to the Chamber or a Founder or to the Chamber movement generally.
- 3.5 An Honorary Vice President shall be entitled to receive notice of and attend all General Meetings of the Chamber and to speak at such General Meetings but shall not be entitled to vote or to count in the quorum. An Honorary Vice President shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall he be or be deemed to be a Member liable to contribute any amount on the winding-up of the Chamber.

Application for Membership

- 3.6 All applications for Membership shall be in writing in such form as the Council, may in its absolute discretion determine from time to time.
- 3.6.1 No person shall be admitted as a Member unless he is elected as such by the Council. The election of Members shall be by resolution of the Council or the Executive Board which (save as set out below) may refuse any application without giving reasons;
 - 3.6.2 Delivery of any application to the Chamber shall be accompanied by the amount of the entrance fee (if any) from time to time determined by the Council to be payable unless the Council determines that this amount may be paid at a later date (or not at all). The Council may determine different entrance fees for different classes of Members;
 - 3.6.3 If a duly paid up Member of a Founder shall have applied or applies to become a Member within three months before or three months after the date of adoption of these Articles the Council shall approve his application for membership;
 - 3.6.4 The decision of the Council shall be notified to each applicant by the Chamber and, if elected, the Member shall, save as provided below, pay to the Chamber forthwith the Member's first subscription and shall become entitled to the benefits of a Member when such subscription has been duly paid PROVIDED THAT the Chamber shall in respect of liability for

subscription monies give credit to any applicant for Membership who is a duly paid up Member of a Founder equal to that proportion of the subscription monies which have been paid by such applicant to the Founder covering any period falling after the 2nd day of January 1995 not exceeding one calendar year.

Termination of Membership

- 3.7 A Member wishing to resign from the Chamber shall give at least one month's written notice to the Chamber to that effect. If no such notice is received the Member shall be liable for the subscription for the ensuing year which shall be a debt due to and legally recoverable by the Chamber.
- 3.8 A Member shall not be entitled to any refund of subscription monies paid upon his ceasing to be a Member for any reason whatsoever.
- 3.9 Unless the Council shall by resolution suspend the operation of this Article 3.9 in relation to any Member a Member shall automatically cease to be a Member if:-
- 3.9.1 being a Company, an order shall be made or a resolution passed for that Company's winding up otherwise than for the purpose of a reconstruction or amalgamation not involving insolvency or a receiver or administrative receiver is appointed over the whole or any part of the Member's undertaking or assets or an Administrator is appointed or the Member is or the Council forms the reasonable opinion that the Member may be or become unable to pay its debts within the meaning of Section 123 of the Insolvency Act 1986; or
 - 3.9.2 being an individual, he has a bankruptcy order made against him; or
 - 3.9.3 he makes any composition or arrangement with his creditors; or
 - 3.9.4 anything analogous to any of the foregoing occurs in relation to a partnership, or some unincorporated association which is represented as a Member;
 - 3.9.5 if being an individual he becomes of unsound mind;
 - 3.9.6 if being an individual, he is convicted of an indictable offence;
 - 3.9.7 if he fails to pay the prescribed subscription within two months of the due date.

- 3.10 The Council may suspend or expel any Member at any time without assigning any reason for its decision but no exercise of this power shall be valid unless the Member concerned shall have been given a reasonable opportunity to attend and speak on his own behalf at the meeting of the Council called to consider his case. Any Member so suspended or expelled shall during such period of suspension or expulsion lose all privileges of Membership without prejudice to any claims that the Chamber may have against him, but the Council may re-admit to membership any Member so expelled or may terminate any suspension at such time and on such terms as it may determine.

General

- 3.11 The annual subscription of Members to the Chamber shall be at such rate or rates as may from time to time be fixed by the Council and shall become due and payable on such date or dates as the Council may from time to time determine. For the purpose of fixing the annual subscriptions the Council may by Bye-Law or otherwise from time to time divide Members into categories and fix different rates of subscription for different categories of Membership.
- 3.12 The interest and rights of a Member are personal and are not transferable or transmissible on death, or bankruptcy or for any other reason whatsoever.
- 3.13 Members shall be entitled to attend and vote at meetings of the Chamber in accordance with the subsequent provisions of these Articles.

4. General Meetings of Members

- 4.1 The Chamber shall, save as provided below, hold a general meeting in every year as its annual general meeting at such time and place as may be determined by the Council, and shall specify the Meeting as such in the notice calling it provided always that not more than fifteen months shall be allowed to elapse between successive Annual General Meetings.
- 4.2 All general meetings, other than annual general meetings, shall be called Extraordinary General Meetings.
- 4.3 The Council may call general meetings. In addition, on the requisition of Members pursuant to the provisions of the Act, the Council shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition, or in default the meeting may be convened by the requisitionists as provided by the Act.

- 4.4 An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice. With the consent of all the Members entitled to attend and vote at the meeting, or such proportion thereof as is prescribed by the Act in the case of meetings other than annual general meetings, a meeting may be convened by such notice as those Members think fit. The notice of a meeting shall specify the time and place of the meeting and in the case of special business the general nature of that business, and shall be given to all Members, Council Members, each Member of the Executive Board and the auditors for the time being.
- 4.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice of such meeting shall not invalidate the proceedings at that meeting.
- 4.6 All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet and the reports of the Council and the auditors, the election of Council Members and the appointment of and the fixing of the remuneration of the auditors.
- 4.7 No business shall be transacted at any general meeting unless a quorum is present. 25 persons entitled to vote upon the business being transacted, each being a Member or a duly authorised representative of a corporation or firm being a Member, as the case may be, shall be a quorum.
- 4.8 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Chairman may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present in person or by duly authorised representative (as the case may be) shall be a quorum.
- 4.9 The President or in his absence, a Vice-President or in the absence of any Vice President some other Council Member nominated by the Council shall preside as Chairman, but if neither the President nor any other such person shall be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be Chairman and if there is only one Council Member present and willing to act he shall be Chairman of the meeting.

- 4.10 If no Council Member is present or willing to act as Chairman of the meeting, the Members present in person or by duly authorised representative (as the case may be) shall choose one of their number to be Chairman.
- 4.11 The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such further notice of an adjourned meeting.
- 4.12 A resolution put to the vote of a general meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
- 4.12.1 by the Chairman; or
- 4.12.2 by at least five Members having the right to vote at the meeting;
- 4.13 Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 4.14 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 4.15 A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 4.16 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 4.17 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either

forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for the poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 4.18 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 4.19 On a show of hands every Member who (being an individual) is present in person or (being a corporation or firm) is present by a duly authorised representative, shall have one vote and on a poll every Member shall have one vote.
- 4.20 No Member shall vote at any general meeting, either in person or by a duly authorised representative (as the case may be), unless all monies presently payable by him to the Chamber in respect of subscriptions have been paid.
- 4.21 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

5. **The Council**

- 5.1 Subject as provided below in these Articles the business of the Chamber shall be managed by the Council who may exercise all the powers of the Chamber. No alteration of these Articles and no direction by special resolution or otherwise of the Members shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by the Articles and a meeting of Council at which a quorum is present may exercise all powers exercisable by the Council Members.
- 5.2 * The Council shall be composed of a maximum of 32 Council Members as follows:-
 - 5.2.1 the President; and
 - 5.2.2 the Vice-Presidents; and

* Amended by Special Resolution passed on 11 June 2002

- 5.2.3 the Honorary Treasurer; and
 - 5.2.4 the Chairman of each Specialist Committee listed in Article 11.1 and the Chairmen of such further Specialist Committees as the Council may from time to time appoint pursuant to Article 10.2; and
 - 5.2.5 the Chairman of each of such Sub Regional and/or Local Committees as the Council may from time to time decide; and
 - 5.2.6 the Chief Executive and the Finance Director; and
 - 5.2.7 such other individuals (whether or not Members ("the Co-Opted Council Members")) as may be co-opted by resolution of the Council to sit on the Council subject to ratification of their appointment at the next ensuing Annual General Meeting provided that such Co-opted Council Members shall at no time exceed 12 or one half in number of the Council whichever shall be the greater number;
- 5.3 ** The Chief Executive and Finance Director appointed in that capacity at the date of the passing of the resolution adopting this Article 5.3 shall each thereby be deemed appointed a Member of Council and each successor Chief Executive and Finance Director shall on their appointment by the Council in such capacity be deemed to be appointed a Member of Council.
- 5.4 The first Officers and Council Members may be appointed by resolution of the Members in General Meeting immediately following the adoption of these Articles and within six (6) months of the date of such resolution the Executive Board shall convene an Annual General Meeting of Members for the purpose of ratifying (or otherwise) the appointment of those Council Members currently in office and (if appropriate) electing additional Council Members. The Executive Board may put forward nominations and shall afford Members a reasonable opportunity to put forward nominations. No person (other than a Co-opted Council Member on first appointment the Chief Executive and the Finance Director) shall be appointed or re-appointed a Council Member unless he is a Member or a person representing a Member and he is nominated by the Executive Board.
- 5.5 At the first Annual General Meeting of the Chamber held after the Annual General Meeting referred to in Article 5.4 all the Council Members (other than the Co-opted Council Members, the Chairmen of the Committees specified in Article 5.2.5, the

** Adopted by Special Resolution passed on 11 June 2002

Chief Executive and the Finance Director) shall retire from office, and at each subsequent Annual General meeting of the Members one-third of such Council Members (or, if this is not a whole number, the nearest whole number) shall retire from office as Council Members, but each shall be eligible for re-election.

- 5.6 Those to retire under Article 5.5 at the said subsequent Annual General meetings shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed Council Members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 5.7 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Council Member retiring by rotation at the meeting or a Co-opted Council Member) who is recommended by the Executive Board for appointment or re-appointment as a Council Member at the meeting or in respect of whom notice has been duly given to the Chamber of the intention to propose him at the meeting for appointment or re-appointment as a Council Member.
- 5.8 Subject to ratification of their appointment at the Annual General Meeting referred to in Article 5.2.7 Co-opted Council Members shall hold office until the conclusion of the third (3rd) Annual General meeting following the date of ratification of their appointment at which meeting they may be re-appointed for a further term expiring upon the conclusion of the sixth (6th) Annual General Meeting following the date of ratification of their original appointment as aforesaid but not thereafter.
- 5.9 Each Chairman of a Committee who becomes a Council Member pursuant to Article 5.2.5 shall hold office for so long as he remains Chairman of the relevant Committee.
- 5.10 The Council shall meet together as they think fit but shall hold not less than four meetings in each year. The President, or in his absence a Vice President, shall be the Chairman of the Council. In the case of equality of votes the Chairman shall have a second or casting vote. The quorum for transaction of the business of the Council shall be six.
- 5.11 The Council may delegate any of their powers to any Committee of Council Members and/or such other persons as the Council may think fit. They may also delegate to the Executive Board and/or the Chief Executive any of their powers as they consider desirable. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and such delegation may be revoked or altered.

5.12* No Council Member shall be entitled to remuneration for his services (without prejudice to the right of the Chief Executive and the Finance Director to receive remuneration as employees of the Chamber). Council Members may be paid all expenses reasonably and properly incurred in connection with the discharge of their duties.

5.13 An individual holding office as a Council Member shall cease to do so if:-

5.13.1 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or

5.13.2 he becomes of unsound mind; or

5.13.3 he resigns his office by notice to the Chamber; or

5.13.4 he shall for more than six consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolves that his office be vacated.

5.14 Alternate Council Members

5.14.1 Each Council Member who is a Chairman of the Committees referred to in Articles 5.2.4 and 5.2.5 may appoint the Vice Chairman of such Committee or any other person approved by resolution of the Council and willing to act to be an alternate Council Member and may remove from office an alternate Council Member so appointed by him.

5.14.2 An alternate Council Member shall be entitled to receive notice of all Council meetings and of all meetings of committees of the Council of which his appointor is a Member, to attend and vote at any such meeting at which the Council Member appointing him is not personally present, and generally to perform all the functions of his appointor as a Council Member in his absence but shall not be entitled to receive any remuneration from the Chamber for his services as an alternate Council Member. It shall not be necessary to give notice of such a meeting to an alternate Council Member who is absent from the United Kingdom.

5.14.3 An alternate Council Member shall cease to be an alternate Council Member if his appointor ceases to be a Council Member; but, if a Council Member

* Amended by Special Resolution passed on 11 June 2002.

retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate Council Member made by him which was in force immediately prior to his retirement shall continue after his re-appointment.

5.14.4 An appointment or removal of an alternative Council Member shall be by notice to the Chamber signed by the Council Member making or revoking the appointment or in any other manner approved by the Council.

5.14.5 Save as otherwise provided in these Articles, an alternative Council Member shall be deemed for all purposes to be a Council Member and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Council Member appointing him.

6. Officers

6.1 A President, such number of Vice-Presidents as the Council may determine and an Honorary Treasurer shall (subject as provided in Article 5.4) be elected to such offices annually at the Annual General Meeting of the Chamber and shall hold office until the close of the next Annual General Meeting but shall be eligible for re-election.

6.2 A person shall not serve more than two consecutive terms as President nor shall a person serve more than three consecutive terms as a Vice-President.

6.3 Candidates for election as Officers shall be proposed by the Executive Board.

6.4 The names of the candidates nominated by the Executive Board shall be available for inspection by Members at the registered office of the Chamber during ordinary business hours for not less than 14 days before the Annual General Meeting and on demand.

6.5 If a majority of Members present and voting at the Annual General Meeting decide not to elect any candidate nominated by the Executive Board in respect of any Office:-

6.5.1 the Office shall not be filled and the election shall be postponed to an Extraordinary General Meeting which shall be called by the Executive Board within 14 days and which shall take place within 42 days of the Annual General Meeting;

6.5.2 the previous holder of the Office shall remain in office until a new candidate has been elected at an Extraordinary General meeting; if the previous holder is unable or unwilling to remain in office the Executive Board may nominate any other person to hold that office pending such election.

6.6 If a majority of Members present and voting at the Extraordinary General meeting convened under Article 6.5.2 decide not to elect any candidate nominated by the Executive Board in respect of any office the Council shall appoint any person whom it thinks fit to fill the said office.

6.7 In the event of any Officer ceasing to hold office during this period of tenure the Executive Board may appoint any other person to hold that office until the next following Annual General meeting.

7. The Executive Board

7.1 The Council may delegate any of their powers as they shall consider appropriate in relation to the management of the Chamber to the Executive Board which shall comprise such number (being not less than three (3)) of Council Members and/or such other suitably qualified persons as the Council may from time to time determine and the Chief Executive and the Finance Director Provided that at least one Member of the Executive Board shall always be a Council Member.

7.2 The Members of the Executive Board shall be appointed by the Council on such terms and conditions as the Council shall in its absolute discretion determine.

7.3 The quorum necessary for the transaction of the business of the Executive Board shall be three.

7.4 The Executive Board shall meet together and regulate its proceedings as it thinks fit.

7.5 * The Executive Board may delegate to and authorise the Chief Executive, the Finance Director and such of the persons as are referred to in Article 9 as they consider appropriate from time to time to exercise the power to consider and approve (or otherwise) applications for Membership pursuant to Article 3.

8. Chief Executive

8.1 The Chief Executive shall be appointed by the Council for such period, at such remuneration and upon such terms as the Council may think fit and, subject to the terms of any agreement entered into in any particular case, the Council may revoke such appointment.

* Adopted by Special Resolution passed on 11 June 2002

8.2 The Chief Executive shall not also be Secretary.

8.3 In relation to his duties and obligations as a Member of the Executive Board, the Chief Executive shall act as Managing Director and exercise such of the powers of the Council or the Executive Board as the Council or the Executive Board may from time to time consider desirable to be exercised by the chief Executive. Any such delegation may be made subject to any conditions the Council or the Executive Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

9. * Associate Directors

The Council may at any time and from time to time appoint any person to be an associate director having such title, including the word "director", as the Council may decide and may at any time remove any person so appointed. A person so appointed shall not be a director of the Company nor a Member of the Council but may be appointed by Council to the Executive Board pursuant to Article 7.1. Subject as aforesaid, the Council may define and limit the powers and duties of any such associate director and may determine his remuneration which may be in addition to any other remuneration receivable by him from the Company or any subsidiary undertaking.

10. Secretary

Subject to the provisions of the Act, the Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed by the Council may be removed by the Council. The Secretary shall have no duties in relation to the functions of the Council or the Executive Board in representational matters save to ensure that meetings are duly convened, minutes are taken and circulated and proper records are kept. The Secretary shall act as the chief administrative officer of the Chamber ensuring that the documentation of the Chamber is in order, that all returns required by the Act are duly made, and that the Chamber's own register and records are properly maintained.

11. Committees

11.1 The Council may appoint such Committees consisting wholly or partly of Members, as it thinks fit, for the purpose of deliberating upon and watching over particularly

* Adopted by Special Resolution passed on 11 June 2002

interests of trade, industry or any related activity and/or considering and reporting to the Council on any subjects referred to them for consideration and the Council may delegate any of its powers to any such Committee. Any committee so appointed shall conform to any regulations that may be prescribed by the Council but in the absence of any such regulations shall regulate its proceedings as it thinks fit. The Chairman of every Committee appointed by the Council shall be a Member. The Council may at any time dissolve or reappoint any such Committee and may vary or rescind the powers delegated to any such Committee as aforesaid. *

11.2 The Chairman of each Specialist Committee specified in Article 12.1 and the Chairman of such other Specialist Committees as the Council may decide shall be Council Members and the initial appointment as Council Members shall take effect upon the passing of the resolution of the Council appointing the relevant Chairman of each Specialist Committee specified in Article 12.1 and/or designating the Chairman of any additional Specialist Committee as a Council Member provided that Council Members appointed or holding office pursuant to this Article 11.2 shall be subject to retirement by rotation under Article 5.

11.3 Without prejudice to the generality of Article 11.1 the Chamber shall form the Specialist Committees Sub Regional Committees and Local Committees in accordance with the following provisions of Articles 12 to 14. *

12. Specialist Committees

12.1* As at the date of adoption of this Article 12.1 the Specialist Committees are those for:

12.1.1 Economic Affairs

12.1.2 International Trade

12.1.3 Environment, Planning and Transport

12.1.4 Education, Training and Development

12.1.5 Construction

* Amended by Special Resolution passed on 11 June 2002

The Council may from time to time appoint additional or other Specialist Committees as it thinks fit.

The role and function of such Specialist Committees shall be to oversee all aspects of concern in their respective specialist fields and to liaise with the Council Sub Regional and Local Committees.

- 12.2 The Chairman and Vice Chairman of each Specialist Committee shall be appointed by the Council and the Chairman and Vice Chairman shall appoint and may remove the additional Members of the relevant Specialist Committee.
- 12.3 The Council may remove any person as a Member, Chairman or Vice Chairman of a Specialist Committee at any time and may appoint any person to act in place of a person removed. The Council may also appoint any person to fill a casual vacancy on any Specialist Committee.
- 12.4 Each Specialist Committee shall meet together and regulate its proceedings as it thinks fit.

13. * Sub Regional Committees

- 13.1 The Council may appoint such Sub-Regional Committees as it thinks fit. The role and function of such Sub-Regional Committees shall be to oversee all aspects of concern to commerce trade and industry in their respective areas and to liaise with the Council and Specialist and Local Committees.
- 13.2 Without prejudice to the powers of the Council under Article 11.1 the first Members of Sub Regional Committees shall be nominated by the Executive Board as soon as practicable following the adoption of this Article 13 and the appointment of such Members shall be ratified and/or others appointed additionally or in their place at the annual general meeting of the relevant Members referred to in Article 13.3 below.
- 13.3 Each Sub Regional Committee shall hold in each year a local Annual General Meeting of Local Members allocated to Local Sections within the area covered by the relevant Sub Regional Committee to be convened in the same manner (as near as may be) as an Annual General Meeting of the Chamber and the provisions of these Articles relating to General Meetings of Members shall mutatis mutandis apply to such Annual General Meetings. At such local Annual General Meetings, inter alia,

* Adopted by Special Resolution passed on 11 June 2002

and subject as provided in Articles 13.4 and 13.5, the Chairman and Vice Chairman of the Local Committees shall be elected by the relevant Local Members.

- 13.4 No person may be elected as a Member of a Sub Regional Committee unless he is a Member.
- 13.5 Those persons appointed to a Sub Regional Committee whose appointment is ratified pursuant to Article 13.2 and persons subsequently elected to a Sub Regional Committee at a General Meeting of Local Members shall hold office for a period of 3 years from the date of election upon the expiration of which those elected shall retire together provided that the Chairman and a Vice Chairman of each Local Committee shall be elected annually. Retiring Sub Regional Committee Members shall be eligible for re-election.
- 13.6 In the event of a casual vacancy occurring amongst the Members of the Sub Regional Committee between one local Annual General Meeting and another the Sub Regional Committee may appoint any person who is eligible pursuant to Article 13.4 to fill the vacancy. The person so appointed shall hold office only during such period as the person in whose place he is appointed would have held office but shall be eligible for election if otherwise still eligible under Article 13.4.
- 13.7 Each Sub Regional Committee shall meet together and regulate its proceedings as it thinks fit.

14. * Local Committees

- 14.1 The Council may appoint such Local Committees as it thinks fit. The role and function of such Local Committees shall be to oversee all aspects of concern to commerce trade and industry in their respective localities, to liaise with the Council Sub Regional and Specialist Committees and to represent the interests of Local Members.
- 14.2 Without prejudice to the powers of the Council under Article 11.1 the first Members of the respective Local Committees specified in Article 14.1 shall be those nominated by the Executive Board as soon as practicable following the adoption of these Articles and the appointment of the first such Members shall be ratified and/or others appointed additionally or in their place at an extraordinary general meeting of

* Amended by Special Resolution passed on 11 June 2002

Local Members to be convened and held as soon as reasonably practicable after the holding of the Annual General Meeting referred to in Article 5.4.

- 14.3 Each Local Section shall hold in each year a local Annual General meeting of Local Members to be convened in the same manner (as near as may be) as an Annual General Meeting of the Chamber and the provisions of these Articles relating to General Meetings of Members shall *mutatis mutandis* apply to Annual General meetings of Local Members. At such Local Annual General meetings, *inter alia*, and subject as provided in Articles 14.4 and 14.5, the Chairman and Vice Chairman of the Local Committees shall be elected by the Local Members.
- 14.4 No person may be elected as a Member of a Local committee unless he is a Member.
- 14.5 Those persons appointed to a Local Committee whose appointment is ratified pursuant to Article 14.2 and persons subsequently elected to a Local Committee at a General meeting of Local Members shall hold office for a period of 3 years from the date of election upon the expiration of which those elected shall retire together provided that the Chairman and a Vice Chairman of each Local committee shall be elected annually. Retiring Local committee Members shall be eligible for re-election.
- 14.6 In the event of a casual vacancy occurring amongst the Members of the Local Committee between one local Annual General Meeting and another the Local committee may appoint any person who is eligible pursuant to Article 14.4 to fill the vacancy. The person so appointed shall hold office only during such period as the person in whose place he is appointed would have held office but shall be eligible for election if otherwise still eligible under Article 14.4.
- 14.7 Each Local Committee shall meet together and regulate its proceedings as it thinks fit.

15. Bye-Laws

The Council shall have power to make, alter or revoke Bye-Laws which are not inconsistent with the Memorandum of Association and these Articles.

16. Declaration of Interests

- 16.1 A Council Member who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of

* Amended by Special Resolution passed on 11 June 2002

Section 317 of the Act) with the Chamber, or has any other material interest shall declare the nature and extent of his interest to the Council . A Council Member having made such a disclosure, shall not be entitled to vote in respect of any contract or arrangement in which he is interested, but may be counted in the quorum present at the meeting at which such contract or arrangement is to be approved.

16.2 For the purposes of Article 16.1:-

16.2.1 a general notice to the Council that a Council Member is to be regarded as having an interest of the nature and extent specified in the notice of any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Council Member has an interest in any such transaction of the nature and extent so specified, and

16.2.2 an interest of which of a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

17. The Seal

The Council shall provide for the safe custody of the Seal of the Chamber. If a document (other than an export related document merely requiring authentication in the ordinary course of routine business) is executed by the Chamber by the affixing of the Seal that affixing shall be witnessed by and signed by a Council Member and the Secretary or by two Council Members. The Secretary shall keep a register of all documents executed by the Chamber whether by affixing of the Seal or otherwise in accordance with the provisions of Section 36 of the Act.

18. Accounts

The accounting records and any other book or document shall be open to the inspection of any Council Member or Member of the Executive Board and the Secretary. No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Chamber except as conferred by statute or authorised by the Council or the Executive Board or by ordinary resolution of the Chamber.

19. Auditors

Auditors shall be appointed and their duties regulated in accordance with the Act. The Auditors shall have the right at their discretion to attend any meeting of the Council .

20. Notices

- 20.1 Any notice to be given pursuant to these Articles shall be in writing.
- 20.2 The Chamber may give any notice to a Member, an Honorary Vice President, or any Council Member or Member of the Executive Board or the Auditors either personally or by sending it by post in a prepaid envelope addressed to the intended recipient at his registered address or any address supplied to the Chamber for the giving of notice.
- 20.3 A Member present in person or (in the case of a corporation or firm) represented by a duly authorised representative at any general meeting of the Chamber shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 20.4 Proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given, if sent by first class post, at the expiration of forty-eight hours after the envelope containing it was posted.

21. Winding up

The Chamber shall be wound up voluntarily if a special resolution is passed that the Chamber be wound up. Clause 7 of the Memorandum of Association shall have effect as if the provisions of that Clause were repeated in these Articles.

22. Indemnity

- 22.1 Subject to the provisions of Section 310 of the Act every Council Member, Member of the Executive Board or other officer of the Chamber shall be indemnified out of the assets of the Chamber against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the court, and no Council Member, Member of the Executive Board or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Chamber in the lawful execution of the duties of his office or in relation thereto.
- 22.2 The Council or the Executive Board shall have power to purchase and maintain for any Council Member, Member of the Executive Board or officer of the Chamber insurance against any such liability as is referred in Section 310(1) of the Act and,

subject to the provisions of the Act, against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director or officer.

- 22.3 The Council or the Executive Board may authorise the directors of companies within the same group of companies as the Chamber (if any) to purchase and maintain insurance at the expense of the Chamber for the benefit of any director (including an alternate director), other officer or auditor of such company in respect of such liability, loss or expenditure as is referred to in Article 22.2.